

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

40 Wall Street LLC

Plaintiff,

v.

Dean & DeLuca, Inc.  
Defendant.

Case Number: 19-CV-06864

**SUGGESTION OF BANKRUPTCY**

**PLEASE TAKE NOTICE** that, on March 31, 2020, Dean & DeLuca, Inc. (the “**Debtor**”), the defendant in the above-captioned lawsuit, filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”), with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”). A copy of the Debtor’s voluntary petition is attached hereto as **Exhibit A**. The Debtor’s chapter 11 case is being jointly administered in the Bankruptcy Court under case number 20-10916 (MEW).

**PLEASE TAKE FURTHER NOTICE** that, pursuant to section 362(a) of the Bankruptcy Code, the Debtor’s filing of its voluntary petition operates as a stay of, among other things: (a) the commencement or continuation of all judicial, administrative, or other actions or proceedings against the Debtor (i) that were or could have been commenced before the commencement of the Debtor’s chapter 11 case or (ii) to recover any claims against the Debtor that arose before the commencement of the Debtor’s chapter 11 case; (b) the enforcement, against the Debtor or against any property of the Debtor’s bankruptcy estate, of a judgment obtained before the commencement of the Debtor’s chapter 11 case; or (c) any act to obtain possession of property of or from the Debtor’s bankruptcy estate, or to exercise control over property of the Debtor’s bankruptcy estate.

This Suggestion of Bankruptcy is provided for informational purposes only, and does not constitute an appearance or intent to appear in this proceeding by the undersigned.

Dated: June 25, 2020

New York, New York

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Bennett S. Silverberg, Esq.  
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New York, NY 10036  
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and

Tristan G. Axelrod, Esq. (*Pro Hac Vice* Pending)  
One Financial Center  
Boston, MA 02111  
taxelrod@brownrudnick.com  
Telephone: (617) 856-8200  
Facsimile: (617) 856-8201

*Proposed Counsel for Debtors  
and Debtors-in-Possession*

**EXHIBIT A**

**Debtor's Voluntary Petition**

63801079 v1

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Southern District of New York  
(State)

Case number (if known): \_\_\_\_\_ Chapter 11

☐ Check if this is an amended filing

**Official Form 201**

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

02/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Dean & DeLuca, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 52 - 222 998

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

251 Little Falls Drive  
Number Street

Number Street

P.O. Box

Wilmington DE 19808  
City State ZIP Code

City State ZIP Code

Location of principal assets, if different from principal place of business

USA  
County

Number Street

City State ZIP Code

5. Debtor's website (URL) \_\_\_\_\_

Debtor Dean & DeLuca, Inc. Case number (if known) \_\_\_\_\_  
Name

**6. Type of debtor**

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify: \_\_\_\_\_

**7. Describe debtor's business**

*A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))  
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
☐ Railroad (as defined in 11 U.S.C. § 101(44))  
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))  
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))  
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))  
☒ None of the above

*B. Check all that apply:*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)  
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

*C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.*

4 4 5 1

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

*Check one:*

- ☐ Chapter 7  
☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).  
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.  
☐ A plan is being filed with this petition.  
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.  
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- ☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

☒ No

☐ Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY  
District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

Debtor Dean & DeLuca, Inc. Case number (if known) \_\_\_\_\_  
Name

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

☐ No

☒ Yes. Debtor See Attached List Relationship \_\_\_\_\_  
District \_\_\_\_\_ When \_\_\_\_\_  
MM / DD / YYYY  
Case number, if known \_\_\_\_\_

List all cases. If more than 1, attach a separate list.

**11. Why is the case filed in this district?**

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other \_\_\_\_\_

**Where is the property?**

Number \_\_\_\_\_ Street \_\_\_\_\_  
\_\_\_\_\_  
City \_\_\_\_\_ State ZIP Code \_\_\_\_\_

**Is the property insured?**

☐ No

☐ Yes. Insurance agency \_\_\_\_\_  
Contact name \_\_\_\_\_  
Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |                                  |                                                 |                                            |
|----------------------------------|-------------------------------------------------|--------------------------------------------|
| <input type="checkbox"/> 1-49    | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99   | <input type="checkbox"/> 5,001-10,000           | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000          | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 |                                                 |                                            |

Debtor Dean & DeLuca, Inc. Case number (if known) \_\_\_\_\_  
Name

**15. Estimated assets**

- |                                                |                                                               |                                                        |
|------------------------------------------------|---------------------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million             | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million           | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million          | <input type="checkbox"/> More than \$50 billion        |

**16. Estimated liabilities**

- |                                                |                                                                 |                                                        |
|------------------------------------------------|-----------------------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million               | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million              | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million             | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/31/2020  
MM / DD / YYYY

☒ /s/ Sorapoj Techakraisri  
Signature of authorized representative of debtor

Sorapoj Techakraisri  
Printed name

Title Chief Executive Officer

**18. Signature of attorney**

☒ /s/ William R. Baldiga  
Signature of attorney for debtor

Date 03/31/2020  
MM / DD / YYYY

William R. Baldiga, Esq.  
Printed name

Brown Rudnick LLP  
Firm name

Seven Times Square  
Number Street

New York NY 10036  
City State ZIP Code

212-209-4800 WBaldiga@brownrudnick.com  
Contact phone Email address

#4813846 NY  
Bar number State

## **ANNEX I**

### **Pending Bankruptcy Cases Filed by the Debtors and Affiliates of the Debtors**

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in this Court for relief under chapter 11 of the title 11 of the United States Code. The Debtors will move for joint administration of these cases.

1. Dean & DeLuca New York, Inc.
2. Dean & DeLuca, Inc.
3. Dean & DeLuca Brands, Inc.
4. Dean & DeLuca International, LLC
5. Dean & DeLuca Small Format, LLC
6. Dean & DeLuca Atlanta, LLC
7. Dean & DeLuca Markets, LLC



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

DEAN & DELUCA NEW YORK, INC., *et al.*

Debtors.<sup>1</sup>

Chapter 11

Case No. 20-\_\_\_\_\_( )

**Joint Administration Requested**

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 30 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code. The following is the consolidated list of the Debtors’ creditors holding the 30 largest non-contingent unsecured claims (the “Consolidated List”) based on the Debtors’ books and records as of approximately March 31, 2020. The Consolidated List is prepared in accordance with rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (a) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (b) secured creditors. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority or amount of any claim.

<sup>1</sup> The Debtors in the Chapter 11 Cases and the last four digits of each Debtor’s taxpayer identification number is as follows: Dean & DeLuca New York, Inc. (3111); Dean & DeLuca, Inc. (2998); Dean & DeLuca Brands, Inc. (2878); Dean & DeLuca International, LLC (8995); Dean & DeLuca Small Format, LLC (1806); Dean & DeLuca Atlanta, LLC (6678); Dean & DeLuca Markets, LLC (2674). The registered address of each of the Debtors is 251 Little Falls Drive, Wilmington, Delaware 19808.

**DECLARATION UNDER PENALTY OF PERJURY:**

I, the undersigned authorized Designated Person on behalf of the Debtors, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 30 Largest Unsecured Claims and are not Insiders, and that the list is true and correct to the best of my information and belief.

Date: March 31, 2020

/s/ Sorapoj Techakraisri  
By: Sorapoj Techakraisri

	Name of creditor and complete mailing address including zip code	Name, telephone number, and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
1	33 Ninth Retail Owner LLC 620 Eighth Ave. 32nd FL. New York, NY 10018	Attn: Seyfarth Shaw LLP, Counsel 620 Eighth Ave. 32nd FL. New York, NY 10018 Phone: (212) 218-5500	Lessor	Contingent, unliquidated, disputed	\$21,465,605.49
2	Slg Graybar Mesne Lease LLC C/O Cyruli Shanks Hart & Zizmor LLP 420 Lexington Avenue Ste. 2320 New York, NY 10170	Attn: Marc Schneider 420 Lexington Avenue Ste. 2320 New York, NY 10170 Phone: 212.661.6800 Email: mschneider@cshzlaw.com	Lessor	Contingent, unliquidated, disputed	\$9,160,565.62
3	Internal Revenue Service Center Attn: Legal Dept. P.O. Box 7346 Philadelphia, PA 19101-7346	Attn: Legal Dept. P.O. Box 7346 Philadelphia, PA 19101-7346	Tax		\$2,151,220.00
4	Interserv 1430 Broadway, Suite 1805 New York, NY 10018	Attn: Joshua Boyle, President of Western Region Phone: 310.556.6800 Email: josh@InterservLP.com	General Contractor		\$1,147,890.51
5	OS Development NY LLC 50 Bowery Street New York, NY 10013	Attn: David Moore, Executive Vice President 50 Bowery Street New York, NY 10013 Phone: 917.328.1215 Email: David.Moore@os-development.net	Stage Services		\$989,694.82
6	US. Foods Inc. C/O Chipman Brown Cicero & Cole LLP 1313 N Market St. Ste. 5400 Wilmington, DE 19801	Attn: Gregory Stuhlman, Counsel 1313 N Market St. Ste. 5400 Wilmington, DE 19801 Phone: 302.295.0191 Email: stuhlman@chipmanbrown.com	Product - foods	Contingent, unliquidated, disputed	\$869,322.53

	Name of creditor and complete mailing address including zip code	Name, telephone number, and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
7	Accenture LLP 1345 6th Avenue New York, NY 10105	Attn: Kelly Lamaina, Managing Director 1345 6th Avenue New York, NY 10105 Phone: 732.934.3400 Email: kelly.a.lamaina@accenture.com	Consumer Brands - professional services		\$783,469.82
8	Laura Lendrum C/O Kudamn, Trachten, Aloe LLP 350 Fifth Ave. 68th Fl. New York, NY 10118	Attn: Gary Trachten, Counsel 350 Fifth Ave. 68th Fl. New York, NY 10118 Phone: 212.868.1010 gtrachten@kudmanlaw.com	Employee		\$761,874.96
9	United Parcel Service 55 Glenlake Parkway NE Atlanta, GA	Attn: Billy Herbert, Counsel to UPS 55 Glenlake Parkway NE Atlanta, GA 30328 Phone: (213) 892-5261 Email: WHerbert@mofo.com	Logistics		\$411,411.54
10	40 Wall Street LLC C/O Belkin Burden Wenig & Goldman, LLP 270 Madison Ave. New York, NY 10016	Attn: Jay B. Solomon, Counsel 270 Madison Ave. New York, NY 10016 Phone: 212.297.1859 Email: jsolomon@bbwg.com	Lessor	Contingent, unliquidated, disputed	\$400,000.00
11	The Chef's Warehouse/Dairyland 240 Food Center Drive Bronx, NY 10474	Attn: Courtney Denkovich, VP, Credit and Collections 240 Food Center Drive Bronx, NY 10474 Phone: 203.894.1345x10124	Product - all types		\$299,747.72

	Name of creditor and complete mailing address including zip code	Name, telephone number, and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
12	Four Seasons Produce Inc. McCarron & Diess 576 Broadhollow Road Ste 105 Melville, NY 11747	Attn: Gregory Adam Brown, Counsel 576 Broadhollow Road Ste 105 Melville, NY 11747 Phone: 631.425.8110 Email: gbrown@mccarronlaw.com	Product - foods	Contingent, unliquidated, disputed	\$271,580.53
13	Lagardere Unlimited Consulting, LLC 7777 Glades Road, Suite 100 Boca Raton, FL 33434	Attn: Lee D. Galkin, General Counsel, Americas 7777 Glades Road, Suite 100 Boca Raton, FL 33434 Phone: 561.245.4701 Email: lgalkin@lagardere-se.com	Consumer Brands - professional services		\$260,000.31
14	Ernst & Young LLP 5 Times Square New York, NY 10036	Attn: Heath Cruikshank, Partner, Assurance Services 5 Times Square New York, NY 10036 Phone: 479.254.6321 Email: heath.cruikshank@ey.com	Audit services		\$256,434.00
15	Andrew Adams Inc. 800 Second Ave. Ste 810 New York, NY 10017	Attn: David J. Gold, Counsel 800 Second Ave. Ste 810 New York, NY 10017 Phone: 212.962.2910 Email: djgpcsq1@aol.com	Product - all types	Contingent, unliquidated, disputed	\$254,106.54
16	North Rip Trading, Inc. 1200 E. Bay Avenue, #2 Bronx, NY 10474	Attn: Andrew Szamborski, President 1200 E. Bay Avenue, #2 Bronx, NY 10474 Phone: 914.552.1054 Email: Andrew@northriptrading.com	Product - seafood		\$251,497.64

	Name of creditor and complete mailing address including zip code	Name, telephone number, and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
17	McGriff, Seibels & Williams, Inc. 3400 Overton Park Drive SE, Suite 300 Atlanta, GA 30339	Attn: Randy Brown, Senior Account Manager 3400 Overton Park Drive SE, Suite 300 Atlanta, GA 30339 Phone: 404.847.1606 Email: rbrown@mcgriff.com	Insurance		\$251,131.00
18	Jamestown Premier Malibu Village, LP One Maritime Plaza, 18th Fl San Francisco, CA 94111	Attn: Roey Rahmil, Counsel Shartsis Friese LLP One Maritime Plaza, 18th Fl San Francisco, CA 94111 Phone: 415.773.7283 Email: rrahmil@sflaw.com	Lessor	Contingent, unliquidated, disputed	\$250,000.00
19	Finch & Partners 47-48 Piccadilly Mayfair, London W1J ODT United Kingdom	Attn: Clementine Crawford, Partner 47-48 Piccadilly Mayfair, London W1J ODT United Kingdom Phone: 44 20 7297 0300 Email: Clementine@finchandpartners.com	Consumer Brands - professional services		\$247,311.63
20	Cushman & Wakefield, Inc. 1290 Avenue of the Americas New York, NY 10104-6178	Attn: Kenneth Goldstein, General Counsel, New York 1290 Avenue of the Americas New York, NY 10104-6178 Phone: 212.841.5043 Email: kenneth.goldstein@cushwake.com	Real Estate Broker		\$243,641.56

	Name of creditor and complete mailing address including zip code	Name, telephone number, and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
21	Ministry of Finance Rama VI Rd. Phayathai, Phayathai Thailand	Rama VI Rd. Phayathai, Phayathai Thailand Phone: +66 2 126-5800			\$229,543.85
22	Luxe Collective Group 49 West 27th Street, FL. 6 New York, NY 10001	Attn: Walter C., Chief Executive Officer 49 West 27th Street, FL. 6 New York, NY 10001 Phone: 212.627.3300	Marketing		\$211,149.25
23	Cooling Guard 1465 Post Road East Ste. 100 Westport, CT 06880	Attn: The Scheier Law Firm, LLC, Counsel 1465 Post Road East Ste. 100 Westport, CT 06880 Phone: 201.568.3210	HVAC provider	Contingent, unliquidated, disputed	\$203,000.00
24	Hale & Hearty 75 Ninth Avenue New York, NY 10011	Attn: Paul Schwartz, VP, Sales & Marketing 75 Ninth Avenue New York, NY 10011 Phone: 773.899.0861 Email: pschwartz@haleandhearty	Product - soup		\$192,725.50
25	I Am Other Ventures, LLC 584 Broadway, Suite 610 New York, NY 10012	Attn: Melissa Dishell, SVP Marketing 584 Broadway, Suite 610 New York, NY 10012 Phone: 212.775.0250 Email: Melissa.Dishell@iamother.com	Consumer Brands - professional services		\$156,250.06

	Name of creditor and complete mailing address including zip code	Name, telephone number, and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
26	Meade Digital Enterprises Corp. 800 Food Center Drive, Unit 4 Bronx, NY 10474-0020	Attn: Jeffrey Vanacore, Counsel to Meade Digital 800 Food Center Drive, Unit 4 Bronx, NY 10474-0020 Phone: 718.842.8904 Email: JVanacore@perkinscoie.com	Product - seafood		\$147,000.00
27	Oasis Staffing 10777 Barkley St. Ste 130 Leawood, KS 66211	Attn: John M Molle, Counsel 10777 Barkley St. Ste 130 Leawood, KS 66211 Phone: 913.515.8286	Temp Staffing		\$144,930.99
28	Nahan 34 Seymour Street Tonawanda, NY 14150	Attn: Rick Cownie, Senior Account Executive 34 Seymour Street Tonawanda, NY 14150 Phone: 800.873.5212 Email: RCownie@commercialcollection.com	Catalog printing		\$140,140.66
29	RSJ Group Corporation/Rosanjin 141 Duane Stret New York, NY 10013	Attn: Yuri, Representative 141 Duane Stret New York, NY 10013 Phone: 212.346.7877 Email: yuri@rosanjintribeca.com	Product - sushi		\$137,590.51



	Name of creditor and complete mailing address including zip code	Name, telephone number, and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
30	Mariage Freres International S.A. Attn: Christophe Massiot, Managing Partner 250 bis, rue du faubourg Saint-Honoré Paris 75008 France	Attn: Christophe Massiot, Managing Partner 250 bis, rue du faubourg Saint-Honoré Paris 75008 France Phone: 33 (0)1 43 46 60 00 Email: export@mariagefreres	Product - specialty tea		\$123,297.67

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

DEAN & DELUCA NEW YORK, INC., *et al.*

Debtors.<sup>1</sup>

Chapter 11

Case No. 20-\_\_\_\_\_( )

**Joint Administration Requested**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Rules 1007(a)(1) of the Federal Rules of Bankruptcy Procedure, Dean & DeLuca New York, Inc., on behalf of itself and its affiliated debtors and debtors-in-possession in these chapter 11 cases (collectively, the “Debtors”), respectfully represent:

1. 100% of Dean & DeLuca New York, Inc., a New York corporation is directly owned by Dean & DeLuca Brands, Inc.;
2. 100% of Dean & DeLuca, Inc., a Delaware corporation, is directly owned by Pace Food Retail Co., Ltd.;
3. 100% of Dean & DeLuca Brands, Inc., a Delaware corporation, is directly owned by Dean & DeLuca, Inc.;
4. 100% of Dean & DeLuca International, LLC, a Delaware limited liability company, is directly owned by Dean & DeLuca Brands, Inc.;
5. 100% of Dean & DeLuca Small Format, LLC, a Delaware limited liability company, is directly owned by Dean & DeLuca, Inc.;
6. 100% of Dean & DeLuca Atlanta, LLC, a Delaware limited liability company is directly owned by Dean & DeLuca, Inc.; and
7. 100% of Dean & DeLuca Markets, LLC, a California limited liability company, is directly owned by Dean & DeLuca, Inc., Ltd.

<sup>1</sup> The Debtors in the Chapter 11 Cases and the last four digits of each Debtor’s taxpayer identification number is as follows: Dean & DeLuca New York, Inc. (3111); Dean & DeLuca, Inc. (2998); Dean & DeLuca Brands, Inc. (2878); Dean & DeLuca International, LLC (8995); Dean & DeLuca Small Format, LLC (1806); Dean & DeLuca Atlanta, LLC (6678); Dean & DeLuca Markets, LLC (2674). The registered address of each of the Debtors is 251 Little Falls Drive, Wilmington, Delaware 19808.

**DECLARATION UNDER PENALTY OF PERJURY:**

I, the undersigned authorized Designated Person on behalf of the Debtors, declare under penalty of perjury that I have read the foregoing Corporate Ownership Statement and that the list is true and correct to the best of my information and belief.

Date: March 31, 2020

/s/ Sorapoj Techakraisri  
By: Sorapoj Techakraisri

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
DEAN & DELUCA, INC.**

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Effective as of the 30th day of March, 2020, pursuant to a special meeting on the same date, the board of directors (collectively, the “Board of Directors”) of Dean & DeLuca, Inc. (the “Corporation”), a Delaware corporation, upon a motion duly made, and acting pursuant to the Corporation’s organizational documents, took the following actions and adopted the following resolutions:

**WHEREAS**, the Board of Directors of the Corporation has reviewed and had the opportunity to ask questions about the materials presented by the Corporation’s management and advisors regarding the liabilities and liquidity of the Corporation, the strategic alternatives available to the Corporation, and the impact of the foregoing on the Corporation’s business;

**WHEREAS**, the Board of Directors has considered, among other things, the Corporation’s available liquidity, liabilities and ability to meet its obligations as they come due;

**WHEREAS**, the Board of Directors has had the opportunity to consult with the Corporation’s management and advisors to fully consider each of the strategic alternatives available to the Corporation; and

**WHEREAS**, the Board of Directors desires to approve the following resolutions.

**NOW THEREFORE, BE IT RESOLVED**, that the Board of Directors has determined that it is desirable and in the best interests of the Corporation that the Corporation shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, thereby commencing a chapter 11 case for the Corporation (the “Chapter 11 Case”); and be it further

**RESOLVED**, that the Chief Executive Officer, or any officer designated by the Chief Executive Officer (each a “Designated Officer”), in each case acting singly or jointly, be, and they hereby are, authorized, empowered, and directed to execute and file in the name and on behalf of the Corporation, and under its corporate seal or otherwise, all petitions, schedules, lists and other motions, papers, or documents, and to take any and all management action necessary, appropriate, desirable, or proper in connection with the Chapter 11 Case including, without limitation, any action necessary to maintain the Corporation’s business, assets and affairs, and further including any actions necessary to retain any professionals deemed necessary (including, without limitation, Brown Rudnick LLP as reorganization counsel, Argus Management Corporation to furnish the services of Lawton Bloom and Joseph Baum as Co-Chief Restructuring Officer and provide related managerial services to fulfill the responsibilities set

forth below, and Stretto to assist the Corporation in the Chapter 11 Cases and in carrying out its duties under the provisions of the Bankruptcy Code; and it be further

**RESOLVED**, that Argus Management Corporation (including Lawton Bloom and Joseph Baum and such other persons who may assist them in their responsibilities as to this engagement, as such responsibilities are approved by, and may be modified from time to time by, the Board of Directors) is hereby engaged by the Corporation to furnish Mr. Bloom and Mr. Baum as its Co-Chief Restructuring Officers reporting to the Corporation’s Board of Directors; and that Mr. Bloom and Mr. Baum are hereby appointed as Co-Chief Restructuring Officers (together the “Chief Restructuring Officer”), and that, given that a principal goal of the Corporation is to effectuate a successful sale of all or a substantial part of its assets in the Chapter 11 Case or to undertake a substantial recapitalization or similar transaction (such sale, recapitalization or similar transaction, a “Transaction”), the Chief Restructuring Officer is at this time charged primarily with the responsibilities, powers and authority to do all things reasonably appropriate or necessary in the furtherance of such Transaction (including as to such tasks that may be from time to time undertaken by investment bankers, financial advisors and accountants), in all respects working closely with the Corporation’s other executives, employees and retained professionals as appropriate and customary and reporting to the Board of Directors, and in such respects to prepare for and undertake the Transaction that is in the best interests of the Corporation and its creditors, shareholders, employees, customers and other constituents generally in accordance with good professional practices and applicable law, and to execute all documents and take any and all other actions in furtherance thereof as the Chief Restructuring Officer deems to be necessary or appropriate; and it be further

**RESOLVED**, that in addition to the specific authorizations heretofore conferred upon the Designated Officers and the Chief Restructuring Officer, each of the Designated Officers and the Chief Restructuring Officer and their respective designees shall be, and each of them hereby is, authorized, directed, and empowered, in the name of, and on behalf of, the Corporation and under its corporate seal or otherwise, to take or cause to be taken any and all such further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents, and to pay all expenses, including but not limited to filing fees, in each case as in such officer’s or officers’ judgment shall be necessary, advisable, or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and be it further

**RESOLVED**, that all members of the Board of Directors of the Corporation have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Corporation, or here by waive any right to have received such notice; and be it further

**RESOLVED**, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of an on behalf of the Corporation, which acts

would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Corporation with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of the Board of Directors and that the Designated Officer or Chief Restructuring Officer did execute the same. The actions taken by this consent shall have the same force and effect as if taken at a meeting of the Board of Directors duly called and constituted pursuant to the Bylaws of the Corporation and the laws of the State of New York; and it be further

**RESOLVED**, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, the Board of Directors and each of the Designated Officers are hereby authorized to take all such further action, and to execute and deliver all such further instruments and documents in the name and on behalf of the Corporation, and under its corporate seal or otherwise pay all such fees and expenses, which shall in his or her business judgment may be necessary, proper or advisable.

These Resolutions of the Board of Directors are executed effective as of the date set forth above.

/s/ Sorapoj Techakraisri

Sorapoj Techakraisri